

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Related D.I. 703

**CERTIFICATION OF COUNSEL REGARDING APPLICATION OF DEBTORS  
FREEDOM VCM INTERCO, INC. AND FREEDOM VCM, INC.  
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF  
ASHBY & GEDDES, P.A. AS DELAWARE SPECIAL COUNSEL  
ON BEHALF AND AT THE SOLE DIRECTION OF  
THE INDEPENDENT DIRECTOR, MICHAEL J. WARTELL,  
EFFECTIVE AS OF DECEMBER 19, 2024**

I, Michael D. DeBaecke, an attorney with the law firm of Ashby & Geddes, P.A. (“Ashby”), proposed Delaware special counsel on behalf and at the sole direction of the Independent Director, Michael J. Wartell (the “Independent Director”), hereby certify the following:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

1. On January 9, 2025, the *Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment of Ashby & Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024* [Docket No. 703] (the “Application”) was filed. Attached as Exhibit A to the Application was a proposed form of order approving the Application and the relief sought therein (the “Proposed Order”).

2. Pursuant to the notice of Application, objections or responses, if any, to the Application were to be filed with the Court and served upon the undersigned counsel by 4:00 p.m. (prevailing Eastern Time) on January 23, 2025.

3. As of the date hereof, no formal objections or other responses to the Application have been filed or served. However, on January 23, 2025, undersigned counsel received an informal request from the Office of the United States Trustee (“OUST”) for a change to the Proposed Order. Ashby has addressed the OUST informal requests.

4. Attached hereto as Exhibit A is a revised proposed form of order (the “Revised Proposed Order”) to reflect the requested change to the Proposed Order. A blackline showing the change is attached hereto as Exhibit B.

**WHEREFORE**, Ashby respectfully requests entry of the Revised Proposed Order at the Court’s earliest convenience.

Dated: January 24, 2025  
Wilmington, Delaware

**ASHBY & GEDDES, P.A.**

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-and-

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*Proposed Special Counsel on behalf, and at the sole direction, of Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors*